



Instructions for Filing Articles of Incorporation for a Domestic Professional Service Benefit Corporation

[Section 7-1.2-202](#) and [7-5.3](#) of the General Laws of Rhode Island, 1956, as amended

*The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision.
This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.*

All filings are public records under RIGL [38-2-1](#), et seq. This means all information is available to the public by a variety of methods including, without limitations, inspections at our office, telephone inquiries and electronically through our online database.

How to complete the form:

1. State the name of the corporation. Your entity name must be distinguishable from any name on file in this office. The name must include "corporation," "company," "incorporated," "limited," or one of these abbreviations: "inc.," "co.," "corp.," or "ltd." You may check [name availability](#) on our website; however, this does not ensure the name will still be available upon filing.
2. List the profession to be practiced through the professional service benefit corporation.
3. State the specific benefit in addition to the purpose(s). The specific benefit allows the corporation to add a social mission to its purpose and financial goals.
4. State the total number of shares the corporation will have the authority to issue. Incorporators may include any additional provisions relating to authorized shares in the space provided. Corporations formed with less than 75 million authorized shares shall pay the minimum filing fee of \$230.00. Contact this office or see RIGL [7-1.2-1602](#) for more information.
5. State the name of the registered agent. The registered agent is an individual or entity that will accept all legal service for this entity. The agent must be a Rhode Island resident or entity qualified to do business in this state. A Rhode Island street address is required, **NOT** a P.O. Box. In addition to all legal service of process, other important correspondence from the state will be sent to this address.
6. All Rhode Island business corporations have a perpetual (ongoing) existence until the corporation is formally dissolved with this office. All corporations are organized to conduct any lawful business.
7. State the fiscal year end of the corporation.
8. State any additional provisions agreed upon by the incorporators that you would like to include in the Articles of Incorporation. *This is optional.*
9. State the names and addresses of each incorporator. The incorporator is the responsible party who forms the entity. Incorporator duties can be found in RIGL [7-1.2-201](#).
10. Check "Date received" unless you prefer that the Articles go into effect at a later date than when the form is received in this office. Any later date must be within 90 days of filing.
11. ALL Incorporators **MUST** sign and date the form.

How to pay the filing fee:

The filing fee is payable either by mail via check made payable to RI Department of State or in person via cash, credit card, or check at the Business Services Division, 148 W. River Street, Ste. 1, Providence, RI 02904. Contact our office at (401) 222-3040 for further information.

How to confirm your filing:

Entity records are retrievable and viewable through our website. Successful filings will NOT result in a mailed confirmation. Filings that cannot be processed will be posted [online](#) and then returned. To confirm your submission and obtain evidence of your filing:

- Go to our [Corporate Database](#).
- Enter the name or ID number of your entity and click "Search."
- Click on the link to your entity record, scroll down, select "All Filings" and then "View Filing."
- Identify the desired type of filing and click on "PDF" under "View PDF" to view and print the record.



Instructions for Filing (continued) Articles of Incorporation for a Domestic Professional Service Benefit Corporation

[Section 7-1.2-202](#) and [7-5.3](#) of the General Laws of Rhode Island, 1956, as amended

How to maintain your status:

The entity is responsible for filing an annual report each calendar year, excluding the year of incorporation, between February 1 and May 1. A courtesy reminder will be mailed to the registered agent prior to February 1 of each year. Be sure to follow up with your registered agent concerning the filing of this report. Failure to file an annual report or maintain a registered agent/office will result in revocation proceedings.

Every entity registered with the RI Department of State - Business Services Division will have filing requirements with the [Rhode Island Division of Taxation](#), even if no business is conducted within Rhode Island for a particular year. Your business may require additional licensing. Please visit our [website](#) for further information.

Your entity may also be required to report (and update, if necessary) information about the business and its beneficial owners to the U.S. Department of Treasury's Financial Crimes Enforcement Network (FinCEN). Visit [FinCEN.gov/boi](#) for more information.

Evidence necessary for businesses providing professional services:

Prior approval required for engineers:

If the entity is engaged in the practice of engineering, at the time of filing, evidence of a current application with the Rhode Island Department of Business Regulation, Board of Design Professionals (401) 462-9592 or [bdp.ri.gov](#) is required.

Professional liability insurance – all entities:

At the time of filing, the corporation is required to file a certificate showing the corporation has obtained insurance against any liability imposed by law upon the corporation or its employees arising out of the performance of professional services. See RIGL [7-5.1-8](#) for further information regarding the insurance exclusions and limits.

Licensing requirements – all entities:

If the entity is engaged in the practice of law, the applicant must apply for a limited liability entity license from the Rhode Island Supreme Court within thirty (30) days of filing with the Department of State. You may contact the Rhode Island Supreme Court Clerk's Office at (401) 222-3272 or [courts.ri.gov](#).

If the entity is engaged in the practice of medicine (see RIGL [7-5.1-2](#) for all applicable disciplines) the applicant must apply for licensing from the Rhode Island Department of Health, Professional Regulation. You may contact the Rhode Island Department of Health at (401) 222-5960 or [health.ri.gov](#).

If the entity is engaged in the practice of land surveying, architecture or landscape architecture, the applicant must apply for licensing from the Rhode Island Department of Business Regulation, Board of Design Professionals at (401) 462-9530 or [bdp.ri.gov](#).

If the entity is engaged in the practice of accountancy, the applicant must apply for licensing from the Rhode Island Department of Business Regulation, Board of Accountancy at (401) 462-9500 or [dbr.ri.gov](#).



STAMP

FOR
SECRETARY OF STATE
USE ONLY

Articles of Incorporation

DOMESTIC Professional Service Benefit Corporation

→ Filing Fee: \$230.00 minimum

The undersigned, acting as incorporator(s) of the corporation under RIGL [7-1.2](#) and [7-5.3](#), adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

Check if this a close corporation pursuant to RIGL [7-1.2-1701](#) of the General Laws, 1956, as amended.

2. The profession to be practiced through the professional service benefit corporation is:

3. This is a benefit corporation organized to create a general public benefit. The following specific public benefits are in addition to the purposes set forth in RIGL 7-1.2-301 and 7-5.3-6(a):

Check this box if **NO** specific benefit purposes are to be declared

4. The total number of shares which the corporation has the authority to issue is:

(Unless otherwise stated, all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Total Authorized Shares
(Number of Shares)

Class of Stock

Par Value Per Share

_____	_____	_____
_____	_____	_____
_____	_____	_____

If you desire, you may include a statement of all or any of the designations and the power, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them which are permitted by the provisions of RIGL [7-1.2](#).

State any provisions here (*optional*):

Check the box to indicate an attachment

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

STAMP

FOR
SECRETARY OF STATE
USE ONLY

5. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name		
Street Address (<u>NOT</u> a P.O. Box)		
City/Town	State RHODE ISLAND	Zip Code
6. The corporation shall have perpetual existence until dissolved or terminated in accordance with RIGL 7-1.2 .		
7. The fiscal year end of the corporation:		
8. Additional provisions, if any, not inconsistent with RIGL 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation: <div style="text-align: right; margin-top: 10px;">Check the box to indicate an attachment</div>		
9. The name and address of each incorporator is:		
Name	Address	
City/Town	State	Zip Code
Name	Address	
City/Town	State	Zip Code
Name	Address	
City/Town	State	Zip Code
10. Date when these Articles of Incorporation will be effective: CHECK ONE ONLY BOX		
Date received (Upon filing) <input type="checkbox"/> Later effective date (Date must be no more than 90 days from the date of filing) <input type="checkbox"/> _____		

11. Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.	
Type or Print Name of Incorporator	Date
Signature of Incorporator	
Type or Print Name of Incorporator	Date
Signature of Incorporator	
Type or Print Name of Incorporator	Date
Signature of Incorporator	



State of Rhode Island
Department of State - Business Services Division

Filer Contact Information

In the event our office needs more information in order to complete the filing of this document, we ask for the filer's contact information. **All fields are REQUIRED.**

Name:		Date:
Proposed Entity Name:		
Street Address:		
City:	State:	Zip Code:
Email Address:		Phone Number:

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.